

GATX

GATX CORPORATION

6-112A034

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

No. APR 22 1986

LAW DEPARTMENT

Date April 21, 1986

Fee \$ 10.00

Secretary of the Interstate
Commerce Commission
Washington, D.C. 20006

ICC Washington, D.C.

RECORDATION NO. 13705-A
Filed 1425

APR 22 1986 - 1 45 PM

RE: General American Transportation Corporation
Equipment Trust Series 78

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of March 31, 1986, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on July 23, 1982, under Recordation No. 13705.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

The First National Bank of Chicago
Trust Department, Suite 0126
Chicago, Illinois 60670
Attention: Mr. R. D. Manella

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: R. W. Mitchell

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Janice M. Alonso
Assistant Secretary

jma/djw
0017D

Nancy J. Forster
Janice M. Alonso

Interstate Commerce Commission
Washington, D.C. 20423

4/22/86

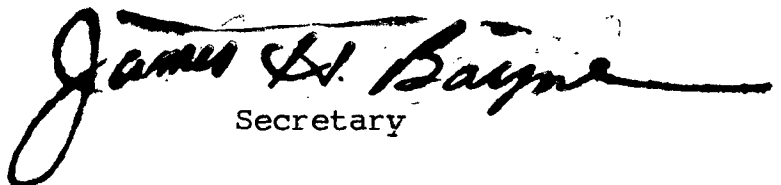
OFFICE OF THE SECRETARY

Janice M. Alonso
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Dear Ms. Alonso:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/22/86 at 1:45pm and assigned recordation number(s). 13705-A

Sincerely yours,


Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 78

13705-A
Filed 1425

APR 22 1986 -1 45 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MARCH 31, 1986
TO EQUIPMENT TRUST AGREEMENT DATED AS OF MAY 15, 1982

BY AND BETWEEN

FIRST NATIONAL BANK OF CHICAGO, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of March 31, 1986 by and between First National Bank of Chicago, as Trustee, and General American Transportation Corporation, a New York corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of May 15, 1982 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 78, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 23, 1982, Recordation No. 13705; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

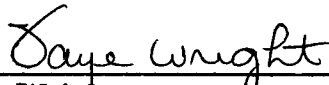
IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of March 31, 1986.

FIRST NATIONAL BANK OF CHICAGO, TRUSTEE

BY: 

R. D. Manella VICE PRESIDENT

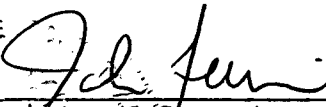
ATTEST:


Faye Wright Trust Officer

GENERAL AMERICAN TRANSPORTATION
CORPORATION

BY: 

ATTEST:


Assistant Secretary

0015D

STATE OF Illinois)

) ss.:

COUNTY OF Cook)

On this 18th day of April, before me personally appeared R. D. Manella, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of THE FIRST NATIONAL BANK OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ba Mitchell
Notary Public **B. A. MITCHELL**

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 3-31-86, before me personally appeared James R. Moran, to me personally known, who, being by me duly sworn, said that he is Senior Vice President of General American Transportation Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rebecca A. Naatz
Notary Public

0015D

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 78
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 111A100-W-1	12,500	GATX 17622.	\$39,455.00	\$36,526.00	\$ 36,526.00	2-1980	2-1980
2 Tank Cars	DOT 111A100-W-1	12,500	GATX 22910, 22912.	45,722.00	43,877.00	87,754.00	5-1980	5-1980
2 Tank Cars	DOT 111A100-W-1	20,000	GATX 18737, 18741.	44,445.00	42,651.00	85,302.00	4-1980	4-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 24117.	39,027.00	37,451.00	37,451.00	6-1980	6-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 24122.	40,583.00	38,945.00	38,945.00	7-1980	7-1980
1 Tank Car	DOT 111A60-W-1	20,000	GATX 23405.	42,464.00	39,312.00	39,312.00	2-1980	2-1980
1 Tank Car	DOT 111A60-W-1	22,000	GATX 23249.	45,302.00	43,474.00	43,474.00	7-1980	7-1980
						<u>\$368,764.00</u>		

SCHEDULE II
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 78
CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 111A100-W-1	22,000	GATX 18547.	\$46,319.00	\$44,451.00	\$ 44,451.00	9-1980	9-1980
1 Tank Car	DOT 111A100-W-1	18,000	GATX 20125.	44,949.00	43,136.00	43,136.00	9-1980	9-1980
1 Tank Car	DOT 105A500-W	18,000	GATX 46091.	48,297.00	46,349.00	46,349.00	10-1980	10-1980
1 Tank Car	DOT 111A100-W-1	18,000	GATX 58075.	46,703.00	44,819.00	44,819.00	10-1980	10-1980
1 Tank Car	DOT 111A100-W-1	12,500	GATX 69364.	43,208.00	41,465.00	41,465.00	10-1980	10-1980
2 Tank Cars	DOT 105A300-W	18,000	GATX 11549, 11550.	52,635.00	50,512.00	101,024.00	11-1980	11-1980
1 Airslide Car	LO	4,566 Cu.Ft.	GACX 48447.	48,339.00	47,563.00	47,563.00	9-1980	9-1980
						<u>\$368,807.00</u>		